

RECORDATION NO. 27036 <sup>-S</sup> FILED

NOV 30 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

November 30, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: TRIP 6th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of November 29, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-Q.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC  
2525 Stemmons Freeway  
Dallas, Texas 75207

Seller/Assignor: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Mr. Vernon A. Williams  
November 30, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

322 railcars within the following series as more particularly set forth in the attachment to the document:

TILX 056055 – TILX 056061 (inclusive)  
TILX 056157 – TILX 056166 (inclusive)  
TILX 638473 – TILX 638547 (inclusive)  
TILX 639373 – TILX 639602 (inclusive)

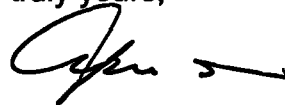
A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

NOV 30 '07

-9 00 AM

**BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT****SURFACE TRANSPORTATION BOARD**

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP Rail Leasing LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of June 27, 2007 among the Seller and the Buyer, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (z) other certain assets set forth on Exhibit C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided, that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.


Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

\* \* \*

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 29<sup>th</sup> day of November, 2007.


**TRINITY INDUSTRIES LEASING COMPANY**

By:   
Name: Thomas C. Jardine  
Title: Vice President

**TRIP RAIL LEASING LLC**

By: TRIP Rail Holdings LLC, its Managing Member

By: Trinity Industries Leasing Company, its  
Manager

By:   
Name: Eric Marchetto  
Title: Vice President

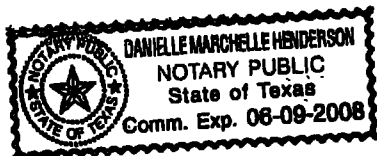
**ACKNOWLEDGMENT**

STATE OF Texas

COUNTY OF Dallas

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Thomas C. Jardine, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 29<sup>th</sup> day of November, 2007.



*Danielle Henderson*  
Notary Public

MY COMMISSION EXPIRES: 6/9/08

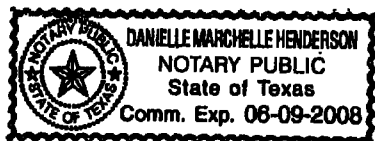
**ACKNOWLEDGMENT**

STATE OF Texas

COUNTY OF Dallas

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as a such officer TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 29<sup>th</sup> day of November, 2007.



*Danielle Henderson*  
Notary Public

MY COMMISSION EXPIRES: 6/9/08

**SCHEDULE A**  
**to Bill of Sale and Assignment and Assumption Agreement**

**PURCHASE PRICE**

The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

**EXHIBIT A**

**to Bill of Sale and Assignment and Assumption Agreement**

**RAILCARS**

**[see attached]**

. .  
**TRIP RAIL LEASING LLC**  
**Close 6**

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
1	TILX056055	41051	July-07	Freight
2	TILX056056	41051	July-07	Freight
3	TILX056057	41051	July-07	Freight
4	TILX056058	41051	July-07	Freight
5	TILX056059	41051	July-07	Freight
6	TILX056060	41051	July-07	Freight
7	TILX056061	41051	July-07	Freight
8	TILX639373	39111	April-07	Freight
9	TILX639374	39111	April-07	Freight
10	TILX639375	39111	April-07	Freight
11	TILX639376	39111	April-07	Freight
12	TILX639377	39111	April-07	Freight
13	TILX639378	39111	April-07	Freight
14	TILX639379	39111	April-07	Freight
15	TILX639380	39111	April-07	Freight
16	TILX639381	39111	April-07	Freight
17	TILX639382	39111	April-07	Freight
18	TILX639383	39111	April-07	Freight
19	TILX639384	39111	April-07	Freight
20	TILX639385	39111	April-07	Freight
21	TILX639386	39111	April-07	Freight
22	TILX639387	39111	April-07	Freight
23	TILX639388	39111	April-07	Freight
24	TILX639389	39111	April-07	Freight
25	TILX639390	39111	April-07	Freight
26	TILX639391	39111	April-07	Freight
27	TILX639392	39111	April-07	Freight
28	TILX639393	39111	April-07	Freight
29	TILX639394	39111	April-07	Freight
30	TILX639395	39111	April-07	Freight
31	TILX639396	39111	April-07	Freight
32	TILX639397	39111	April-07	Freight
33	TILX639398	39111	April-07	Freight
34	TILX639399	39111	April-07	Freight
35	TILX639400	39111	April-07	Freight
36	TILX639401	39111	April-07	Freight
37	TILX639402	39111	April-07	Freight
38	TILX639403	39111	April-07	Freight
39	TILX639404	39111	April-07	Freight
40	TILX639405	39111	April-07	Freight
41	TILX639406	39111	April-07	Freight
42	TILX639407	39111	April-07	Freight
43	TILX639408	39111	April-07	Freight
44	TILX639409	39111	April-07	Freight
45	TILX639410	39111	April-07	Freight
46	TILX639411	39111	April-07	Freight



**TRIP RAIL LEASING LLC****Close 6****Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
47	TILX639412	39111	April-07	Freight
48	TILX639413	39111	April-07	Freight
49	TILX639414	39111	April-07	Freight
50	TILX639415	39111	April-07	Freight
51	TILX639416	39111	April-07	Freight
52	TILX639417	39111	April-07	Freight
53	TILX639418	39111	April-07	Freight
54	TILX639419	39111	April-07	Freight
55	TILX639420	39111	April-07	Freight
56	TILX639421	39111	April-07	Freight
57	TILX639422	39111	April-07	Freight
58	TILX639423	39111	April-07	Freight
59	TILX639424	39111	April-07	Freight
60	TILX639425	39111	April-07	Freight
61	TILX639426	39111	April-07	Freight
62	TILX639427	39111	April-07	Freight
63	TILX639428	39111	April-07	Freight
64	TILX639429	39111	April-07	Freight
65	TILX639430	39111	April-07	Freight
66	TILX639431	39111	April-07	Freight
67	TILX639432	39111	April-07	Freight
68	TILX639433	39111	April-07	Freight
69	TILX639434	39111	April-07	Freight
70	TILX639435	39111	April-07	Freight
71	TILX639436	39111	April-07	Freight
72	TILX639437	39111	April-07	Freight
73	TILX639438	39111	April-07	Freight
74	TILX639439	39111	April-07	Freight
75	TILX639440	39111	April-07	Freight
76	TILX639441	39111	April-07	Freight
77	TILX639442	39111	April-07	Freight
78	TILX639443	39111	April-07	Freight
79	TILX639444	39111	May-07	Freight
80	TILX639445	39111	May-07	Freight
81	TILX639446	39111	May-07	Freight
82	TILX639447	39111	May-07	Freight
83	TILX639448	39111	May-07	Freight
84	TILX639449	39111	May-07	Freight
85	TILX639450	39111	May-07	Freight
86	TILX639451	39111	May-07	Freight
87	TILX639452	39111	May-07	Freight
88	TILX639453	39111	May-07	Freight
89	TILX639454	39111	May-07	Freight
90	TILX639455	39111	May-07	Freight
91	TILX639456	39111	May-07	Freight
92	TILX639457	39111	May-07	Freight

**TRIP RAIL LEASING LLC****Close 6****Exhibit A**

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93	TILX639458	39111	May-07	Freight
94	TILX639459	39111	May-07	Freight
95	TILX639460	39111	May-07	Freight
96	TILX639461	39111	May-07	Freight
97	TILX639462	39111	May-07	Freight
98	TILX639463	39111	May-07	Freight
99	TILX639464	39111	May-07	Freight
100	TILX639465	39111	May-07	Freight
101	TILX639466	39111	May-07	Freight
102	TILX639467	39111	May-07	Freight
103	TILX639468	39111	May-07	Freight
104	TILX639469	39111	May-07	Freight
105	TILX639470	39111	May-07	Freight
106	TILX639471	39111	May-07	Freight
107	TILX639472	39111	May-07	Freight
108	TILX639473	39111	May-07	Freight
109	TILX639474	39111	May-07	Freight
110	TILX639475	39111	May-07	Freight
111	TILX639476	39111	May-07	Freight
112	TILX639477	39111	May-07	Freight
113	TILX639478	39111	May-07	Freight
114	TILX639479	39111	May-07	Freight
115	TILX639480	39111	May-07	Freight
116	TILX639481	39111	May-07	Freight
117	TILX639482	39111	May-07	Freight
118	TILX639483	39111	May-07	Freight
119	TILX639484	39111	May-07	Freight
120	TILX639485	39111	May-07	Freight
121	TILX639486	39111	May-07	Freight
122	TILX639487	39111	May-07	Freight
123	TILX639488	39111	May-07	Freight
124	TILX639489	39111	May-07	Freight
125	TILX639490	39111	May-07	Freight
126	TILX639491	39111	May-07	Freight
127	TILX639492	39111	May-07	Freight
128	TILX639493	39111	May-07	Freight
129	TILX639494	39111	May-07	Freight
130	TILX639495	39111	May-07	Freight
131	TILX639496	39111	May-07	Freight
132	TILX639497	39111	May-07	Freight
133	TILX639498	39111	May-07	Freight
134	TILX639499	39111	May-07	Freight
135	TILX639500	39111	May-07	Freight
136	TILX639501	39111	May-07	Freight
137	TILX639502	39111	May-07	Freight
138	TILX639503	39111	May-07	Freight

**TRIP RAIL LEASING LLC****Close 6****Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
139	TILX639504	39111	May-07	Freight
140	TILX639505	39111	May-07	Freight
141	TILX639506	39111	May-07	Freight
142	TILX639507	39111	May-07	Freight
143	TILX639508	39111	May-07	Freight
144	TILX639509	39111	May-07	Freight
145	TILX639510	39111	May-07	Freight
146	TILX639511	39111	May-07	Freight
147	TILX639512	39111	May-07	Freight
148	TILX639513	39111	May-07	Freight
149	TILX639514	39111	May-07	Freight
150	TILX639515	39111	May-07	Freight
151	TILX639516	39111	May-07	Freight
152	TILX639517	39111	May-07	Freight
153	TILX639518	39111	May-07	Freight
154	TILX639519	39111	May-07	Freight
155	TILX639520	39111	May-07	Freight
156	TILX639521	39111	May-07	Freight
157	TILX639522	39111	May-07	Freight
158	TILX639523	39111	May-07	Freight
159	TILX639524	39111	May-07	Freight
160	TILX639525	39111	May-07	Freight
161	TILX639526	39111	May-07	Freight
162	TILX639527	39111	May-07	Freight
163	TILX639528	39111	May-07	Freight
164	TILX639529	39111	May-07	Freight
165	TILX639530	39111	May-07	Freight
166	TILX639531	39111	May-07	Freight
167	TILX639532	39111	May-07	Freight
168	TILX639533	39111	May-07	Freight
169	TILX639534	39111	May-07	Freight
170	TILX639535	39111	May-07	Freight
171	TILX639536	39111	May-07	Freight
172	TILX639537	39111	May-07	Freight
173	TILX639538	39111	May-07	Freight
174	TILX639539	39111	May-07	Freight
175	TILX639540	39111	May-07	Freight
176	TILX639541	39111	May-07	Freight
177	TILX639542	39111	May-07	Freight
178	TILX639543	39111	May-07	Freight
179	TILX639544	39111	May-07	Freight
180	TILX639545	39111	May-07	Freight
181	TILX639546	39111	May-07	Freight
182	TILX639547	39111	May-07	Freight
183	TILX639548	39111	May-07	Freight
184	TILX639549	39111	May-07	Freight

**TRIP RAIL LEASING LLC****Close 6****Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
185	TILX639550	39111	May-07	Freight
186	TILX639551	39111	May-07	Freight
187	TILX639552	39111	May-07	Freight
188	TILX639553	39111	May-07	Freight
189	TILX639554	39111	May-07	Freight
190	TILX639555	39111	May-07	Freight
191	TILX639556	39111	May-07	Freight
192	TILX639557	39111	May-07	Freight
193	TILX639558	39111	May-07	Freight
194	TILX639559	39111	May-07	Freight
195	TILX639560	39111	May-07	Freight
196	TILX639561	39111	May-07	Freight
197	TILX639562	39111	May-07	Freight
198	TILX639563	39111	May-07	Freight
199	TILX639564	39111	May-07	Freight
200	TILX639565	39111	May-07	Freight
201	TILX639566	39111	May-07	Freight
202	TILX639567	39111	May-07	Freight
203	TILX639568	39111	May-07	Freight
204	TILX639569	39111	May-07	Freight
205	TILX639570	39111	May-07	Freight
206	TILX639571	39111	May-07	Freight
207	TILX639572	39111	May-07	Freight
208	TILX639573	39111	May-07	Freight
209	TILX639574	39111	May-07	Freight
210	TILX639575	39111	May-07	Freight
211	TILX639576	39111	May-07	Freight
212	TILX639577	39111	May-07	Freight
213	TILX639578	39111	May-07	Freight
214	TILX639579	39111	May-07	Freight
215	TILX639580	39111	May-07	Freight
216	TILX639581	39111	May-07	Freight
217	TILX639582	39111	May-07	Freight
218	TILX639583	39111	May-07	Freight
219	TILX639584	39111	May-07	Freight
220	TILX639585	39111	May-07	Freight
221	TILX639586	39111	May-07	Freight
222	TILX639587	39111	May-07	Freight
223	TILX639588	39111	May-07	Freight
224	TILX639589	39111	May-07	Freight
225	TILX639590	39111	May-07	Freight
226	TILX639591	39111	May-07	Freight
227	TILX639592	39111	May-07	Freight
228	TILX639593	39111	May-07	Freight
229	TILX639594	39111	May-07	Freight
230	TILX639595	39111	May-07	Freight

**TRIP RAIL LEASING LLC****Close 6****Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
231	TILX639596	39111	May-07	Freight
232	TILX639597	39111	May-07	Freight
233	TILX639598	39111	May-07	Freight
234	TILX639599	39111	May-07	Freight
235	TILX639600	39111	May-07	Freight
236	TILX639601	39111	May-07	Freight
237	TILX639602	39111	May-07	Freight
238	TILX638473	2739	March-07	Freight
239	TILX638474	2739	April-07	Freight
240	TILX638475	2739	March-07	Freight
241	TILX638476	2739	March-07	Freight
242	TILX638477	2739	March-07	Freight
243	TILX638478	2739	March-07	Freight
244	TILX638479	2739	March-07	Freight
245	TILX638480	2739	March-07	Freight
246	TILX638481	2739	March-07	Freight
247	TILX638482	2739	March-07	Freight
248	TILX638483	2739	March-07	Freight
249	TILX638484	2739	March-07	Freight
250	TILX638485	2739	March-07	Freight
251	TILX638486	2739	March-07	Freight
252	TILX638487	2739	March-07	Freight
253	TILX638488	2739	March-07	Freight
254	TILX638489	2739	March-07	Freight
255	TILX638490	2739	March-07	Freight
256	TILX638491	2739	March-07	Freight
257	TILX638492	2739	March-07	Freight
258	TILX638493	2739	March-07	Freight
259	TILX638494	2739	March-07	Freight
260	TILX638495	2739	March-07	Freight
261	TILX638496	2739	March-07	Freight
262	TILX638497	2739	March-07	Freight
263	TILX638498	2739	March-07	Freight
264	TILX638499	2739	March-07	Freight
265	TILX638500	2739	March-07	Freight
266	TILX638501	2739	March-07	Freight
267	TILX638502	2739	March-07	Freight
268	TILX638503	2739	April-07	Freight
269	TILX638504	2739	March-07	Freight
270	TILX638505	2739	March-07	Freight
271	TILX638506	2739	March-07	Freight
272	TILX638507	2739	March-07	Freight
273	TILX638508	2739	March-07	Freight
274	TILX638509	2739	March-07	Freight
275	TILX638510	2739	March-07	Freight
276	TILX638511	2739	March-07	Freight

**TRIP RAIL LEASING LLC****Close 6****Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
277	TILX638512	2739	March-07	Freight
278	TILX638513	2739	March-07	Freight
279	TILX638514	2739	March-07	Freight
280	TILX638515	2739	March-07	Freight
281	TILX638516	2739	April-07	Freight
282	TILX638517	2739	March-07	Freight
283	TILX638518	2739	March-07	Freight
284	TILX638519	2739	March-07	Freight
285	TILX638520	2739	March-07	Freight
286	TILX638521	2739	March-07	Freight
287	TILX638522	2739	March-07	Freight
288	TILX638523	2739	March-07	Freight
289	TILX638524	2739	March-07	Freight
290	TILX638525	2739	April-07	Freight
291	TILX638526	2739	March-07	Freight
292	TILX638527	2739	April-07	Freight
293	TILX638528	2739	April-07	Freight
294	TILX638529	2739	March-07	Freight
295	TILX638530	2739	April-07	Freight
296	TILX638531	2739	April-07	Freight
297	TILX638532	2739	April-07	Freight
298	TILX638533	2739	March-07	Freight
299	TILX638534	2739	March-07	Freight
300	TILX638535	2739	March-07	Freight
301	TILX638536	2739	March-07	Freight
302	TILX638537	2739	March-07	Freight
303	TILX638538	2739	March-07	Freight
304	TILX638539	2739	March-07	Freight
305	TILX638540	2739	March-07	Freight
306	TILX638541	2739	March-07	Freight
307	TILX638542	2739	March-07	Freight
308	TILX638543	2739	April-07	Freight
309	TILX638544	2739	March-07	Freight
310	TILX638545	2739	March-07	Freight
311	TILX638546	2739	March-07	Freight
312	TILX638547	2739	April-07	Freight
313	TILX056157	41604	September-07	Freight
314	TILX056158	41604	September-07	Freight
315	TILX056159	41604	September-07	Freight
316	TILX056160	41604	September-07	Freight
317	TILX056161	41604	September-07	Freight
318	TILX056162	41604	September-07	Freight
319	TILX056163	41604	September-07	Freight
320	TILX056164	41604	September-07	Freight
321	TILX056165	41604	September-07	Freight
322	TILX056166	41604	September-07	Freight

[Bill of Sale and Assignment and Assumption Agreement (TILG)]

**EXHIBIT B**

**to Bill of Sale and Assignment and Assumption Agreement**

**LEASES**

**[see attached]**

## **Exhibit B**

### **Leases**

1. Seven (7) units identified with marks TILX 56055 - 56061 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated May 16, 2007 between Trinity Industries Leasing Company and 21C Oats, LLC.
2. Two hundred thirty (230) units identified with marks TILX 639373 – 639602 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated February 19, 2007 between Trinity Industries Leasing Company and ABE Fairmont, LLC.
3. Seventy-five (75) units identified with marks TILX 638473 – 638547 leased pursuant to Rider Fifty-four (54) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
4. Ten (10) units identified with marks TILX 56157 – 56166 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated August 30, 1993 between Trinity Industries Leasing Company and Italgrani Elevator Company.



[Bill of Sale and Assignment and Assumption Agreement (TILC)]

**EXHIBIT C**

**to Bill of Sale and Assignment and Assumption Agreement**